

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819
Facsimile: (708) 995-6846



PLEASE STAMP AND RETURN TO SANTA FE

0100419001

October 28, 1994

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, DC 20423

18958-A

Re: The Atchison, Topeka and Santa Fe Railway Company
Termination of Agreement Pertaining to
Interim User Agreement Dated April 11, 1994,
Filed with the Interstate Commerce Commission
on August 31, 1994 at 1:55 p.m., Recordation No. 18958

Dear Mr. Williams:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Interim User Agreement, a secondary document, dated as of October 30, 1994. The primary document to which this document is connected is recorded under Recordation No. 18958.

The name and addresses of the parties to this document are:

Lessor:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

RECORDED
INDEXED
OCT 31 1994

The equipment covered by the Partial Termination of Agreement consists of fifty (50) General Electric Diesel Locomotives, bearing Road Nos. 650 to 699 (both inclusive).

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Partial Termination of Agreement, which I would like to have returned to me bearing the recordation information.

Enclosed please find Check No. 4279, dated October 25, 1994, for the amount of \$21.00 for payment for the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Termination of Interim User Agreement dated October 30, 1994, pertaining to Interim User Agreement dated April 11, 1994, filed with the Interstate Commerce Commission on August 31, 1994 at 1:55 p.m., Recordation No. 18958, terminating the Interim User Agreement as to all of the equipment thereunder, being the General Electric Diesel Locomotives bearing Road Nos. 650 to 699 (both inclusive).

If you have any questions or comments concerning this request, please contact me.

Very truly yours,



Craig N. Smetko
General Attorney

CNS:cns
Enclosures

cc: Michael J. Baughman, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

10/28/94

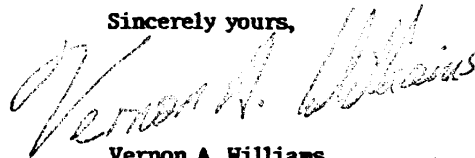
OFFICE OF THE SECRETARY

Craig N. Smetko
The Atchison, Topeka And Santa
Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/28/94 at 2:15PM, and assigned recordation number(s). 18958-A.

Sincerely yours,



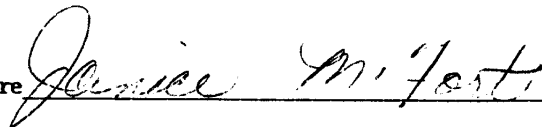
Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100419001)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18958-A

TERMINATION OF INTERIM USER AGREEMENT

THIS TERMINATION OF THE INTERIM USER AGREEMENT, made the 30th day of October, 1994 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of April 11, 1994 (the "Lease"), which Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on August 31, 1994, at 1:55 p.m. and given Recordation Number 18958; and

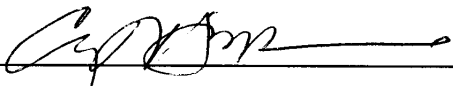
WHEREAS, GE and Railroad desire to terminate and cancel the Lease in its entirety;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

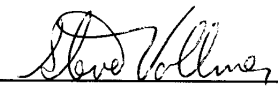
1. Railroad and GE hereby terminate and cancel the Lease in its entirety, effective October 31, 1994.
2. The parties agree to record this Termination of Interim User Agreement with the ICC so as to release GE's lien against all of the locomotives covered thereby.
3. This Termination of Interim User Agreement may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

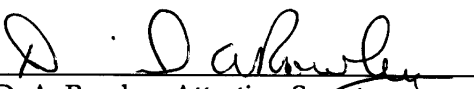
ATTEST:


Craig N. Smetko
Assistant Secretary

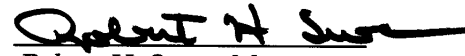
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By: 
L. STEVEN VOLLMER
Title Assistant Vice President-Finance

ATTEST:


D. A. Rowley, Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 
Robert H. Swan, Manager -
Transportation Finance Operation

Commonwealth of Pennsylvania }
 }
County of Erie }

On this 24th day of October, 1994, before me personally appeared Robert H. Swan, to me personally known, who, being by me duly sworn, did say that he is Manager - Transportation Finance Operation of General Electric Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Carol A. Wallen
Notary Public

My commission expires:

Notarial Seal
Carol A. Wallen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994

State of Illinois }
 }
County of Cook }

On this 25th day of October, 1994, before me personally appeared Lester Vellmer to me personally known, who, being by me duly sworn, did say that he or she is Asst. Vice President - Finance of The Atchison, Topeka and Santa Fe Railway Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Bonnie Remley
Notary Public

My commission expires: